

Final

Minutes
Virginia Outdoors Foundation
Meeting of the Board of Trustees
July 20, 2004
Berkeley Room, Jefferson Library, Monticello
Charlottesville, Virginia

Trustees present: Mr. Frank Kilgore, Chairman, Dr. M. Rupert Cutler, Ms. Katherine Imhoff, Mr. Charles Seilheimer. Trustees absent: Mr. John W. Abel-Smith, Mr. Paul Ziluca and Ms. Jill Holtzman.

VOF Staff Present: Tamara Vance, Executive Director, Ruth Babylon, Sherry Buttrick, Anna Chisholm, Faye Cooper, Kristin Ford, Leslie Grayson, Jeff Matthews and Bill Wasserman. Also in attendance were Mr. Rex Linville from the Piedmont Environmental Council, Ms. Carrie Hagan from the James River Association, Mr. Charles Adams, Mr. Richard Dickenson, Mr. John Witherspoon, and Mr. Jim Pitts, all with Warm Springs Investment Co., LLC.

Chairman Kilgore convened the meeting at 10:10 a.m. and appointed Ms. Vance Secretary of the Meeting. She confirmed the presence of the required quorum.

Dr. Cutler made a motion to approve the Order of Business for the meeting. The motion was approved unanimously.

Ms. Imhoff requested that the minutes reflect the second for each motion and that in non-unanimous votes, the record of the vote be recorded also in the minutes. Ms. Imhoff made a motion to approve the draft minutes of the June Trustee meeting including changes in bold ink as presented at meeting by Ms. Vance. Mr. Seilheimer seconded the motion and it was approved unanimously.

Ms. Cooper presented the Warm Springs Investment Co. LLC easement (#1) of 933 acres in Bath County. This easement was previously presented at the June Trustee meeting but no action was taken at that time. Ms. Cooper briefly went over the proposal indicating changes in the terms from the first presentation and then introduced Mr. Charles Adams who presented a slide show describing the background of the project and of the development company. He then answered questions from the Trustees and specifically clarified that the fee simple owner of the property would be the future homeowners association which had been a question at the previous meeting. Dr. Cutler and Ms. Imhoff indicated that they had visited the property. Ms. Imhoff cited the important aspects of the proposal as; the property is adjacent to other public land and/or eased land, the importance of the property to the character of the land in that area including the ridgelines and steep slopes, and that the property would protect the "gateway" to the area which is so important to tourism. Ms. Cooper recommended acceptance of the easement because of the above reasons and also mentioned the amount of work and analysis by Warm Springs, its demonstrated track record in conservation projects of this type and the importance of the watershed and wildlife habitat which would be protected with the property. Mr. Seilheimer said

that although he supported this project because of the extraordinary conservation values and tight protections, he expressed general concern over accepting easements associated with development projects. He requested that the staff develop recommendations for a policy and criteria requiring a high percentage, such as 90%, of the land to be preserved for these types of projects. Mr. Rex Linville voiced concerns from the Piedmont Environmental Council. Ms. Ford and Mr. Wasserman expressed different views, which had been voiced during staff discussions, related to overall density of the project, concerns about the future monitoring of the proposed easement, and the general concept of VOF taking easements adjacent to development projects. Dr. Cutler made a motion to accept the easement as presented (draft 8) and Ms. Imhoff seconded the motion. The motion was approved unanimously.

Mr. Kilgore recessed the meeting at 12pm for lunch and reconvened at 12:30pm.

Ms. Buttrick presented proposed revisions (final memo dated 16July2004) to the forestry language in the VOF template easement. The Trustees discussed the language and asked Ms. Buttrick to finalize it with Dr. Cutler, with a final version to be presented at the next meeting.

Ms. Grayson presented a staff memo on easements associated with development projects and some discussion followed. Ms. Imhoff requested that Ms. Vance work further on some general criteria with input from Mr. Fred Fisher in the Attorney General's office. She requested that the memo be submitted to the Trustees two weeks before the next meeting in September.

Ms. Grayson presented a short history of the VOF guidelines and how they've changed over the years along with a report on proposals submitted in the past year. Ms. Buttrick submitted copies of the IRS code pertaining to open space easements and also excerpts from the Code of Virginia. Ms. Imhoff indicated to staff that proposals which exceeded the guidelines should be included in the consent agenda proposals in future.

Ms. Babylon presented the Hinlicky easement (#4) of 55 acres in Roanoke County. The easement was originally accepted at the June 2004 meeting, but that proposal included 65 acres. Dr. Cutler made a motion to accept the easement as presented and the motion was seconded by Ms. Imhoff. The motion was approved unanimously.

Ms. Vance submitted a draft resolution concerning the Virginia Department of Forestry's Ticer Commission. Dr. Cutler made a motion to approve the resolution as presented and Mr. Seilheimer seconded the motion. The motion was approved unanimously.

At 2:30 p.m. Mr. Seilheimer made a motion to convene the Board into a closed meeting pursuant to subsection A, paragraphs 1, 3 and 7 of §2.2-3722 of the Code of Virginia, to discuss legal and personnel issues. Dr. Cutler seconded the motion and the motion was approved unanimously.

Mr. Kilgore made a motion to end the closed session and Ms. Imhoff seconded it. The motion was approved unanimously.

Ms. Imhoff made a motion to certify the closed meeting,

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“WHEREAS, the Board of Trustees of the Virginia Outdoors Foundation (“the Board”) has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by the Board in an open meeting that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby certifies, to the best of each member’s knowledge, the following:

- (1) Only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification applies, and
- (2) Only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the Board.

Mr. Seilheimer seconded the motion and Ms. Vance recorded that each Trustee voted aye to the motion.

Mr. Seilheimer made a motion, seconded by Dr. Cutler to adopt an interim budget until the September Board meeting, including authorization for one new full time monitoring position, and two part-time easement administrative positions. In addition, a total of \$8000 in bonus funds was approved for certain easement program staff for recognition of extra work efforts at the end of last year. The Board also authorized up to \$5000 in legal fees to reimburse the landowner donating the land or maintenance/access easement for the Aldie Mill dam. The final budget will be adopted in September.

Ms. Imhoff was added to the Selection Committee for the new Executive Director. The staff was directed to contact advisory members, as non-voting advisors, to be chosen one each by the Selection Committee members. The staff was directed to send all applications unopened to Mr. Kilgore as Chairman of the Selection Committee and to change all advertisements of the position to direct applications to him.

Dr. Cutler made a motion to adjourn the meeting, seconded by Ms. Imhoff. Mr. Kilgore adjourned the meeting at 5:20p.m.

Respectfully Submitted,

Anna Chisholm